

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
----- X

EXHIBIT D-12  
TAX MATTERS  
592.4 HOURS

SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Tax MattersBill Date: 07/31/06  
Bill Number: 1128095

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	06/13/06	0.20	REVIEW HARBINGER 13D FILING AND APPARENT VIOLATION OF FINAL TRADING ORDER AND NEXT STEPS (0.2).
BUTLER, JR. J	06/14/06	0.30	REVIEW DRAFT LETTER TO HARBINGER RE APPARENT TRADING ORDER VIOLATION AND RELATED MATTERS (0.3).
BUTLER, JR. J	06/16/06	0.60	TELECONFERENCE WITH T. LAURIA RE: HARBINGER VIOLATION OF FINAL TRADING ORDER AND PROPOSED REMEDIATION STEPS (0.3); EMAIL TO T. LAURIA AND WORKING GROUP RE: SAME (0.1); REVIEW PRELIMINARY HARBINGER RESPONSE (0.2).
<b>1.10</b>			
GROSS C	06/09/06	0.40	WORK RE: TAX REFUND CLAIM (S. GALE) (0.4).
GROSS C	06/19/06	1.40	TAX WORK RE: HARBINGER 13D AND NOL EQUITY TRADING ORDER/RESTRICTIONS (1.4).
GROSS C	06/22/06	3.60	WORK RE: HARBINGER VIOLATION OF COURT ORDER AND DEBTOR TAX ATTRIBUTES (3.6).
GROSS C	06/27/06	1.60	WORK RE: HARBINGER TRADE IN VIOLATION OF TRADING ORDER (1.6).
GROSS C	06/28/06	0.80	WORK RE: HARBINGER VIOLATION OF TRADING ORDER (J. WHITSON) (0.8).
<b>7.80</b>			
MARAFIOTTI KA	06/08/06	0.40	ANALYZE POSSIBLE REFUND ACTION FOR EMPLOYMENT TAXES (0.4).
MARAFIOTTI KA	06/12/06	0.30	ANALYZE TAX ASPECTS OF GM AND NION SETTLEMENT AND CORRESPONDENCE RE: SAME (0.3).
MARAFIOTTI KA	06/13/06	0.60	CORRESPONDENCE RE: HARBINGER VIOLATION OF TRADING ORDER (0.3) AND DEVELOP STRATEGY RE: SAME (0.3).
MARAFIOTTI KA	06/14/06	1.50	WORK ON CORRESPONDENCE TO APPALOOSA COUNSEL RE: HARBINGER VIOLATION OF NOL ORDER (1.0); REVIEW FOLLOWUP CORRESPONDENCE (0.5).
MARAFIOTTI KA	06/16/06	0.20	REVIEW CORRESPONDENCE FROM HARBINGER'S COUNSEL (0.2).
MARAFIOTTI KA	06/20/06	1.00	ANALYZE HARBINGER SHARE ACQUISITION AND DEVELOP STRATEGY RE: SAME (1.0).
MARAFIOTTI KA	06/21/06	0.30	ANALYZE ISSUES IN CONNECTION WITH HARBINGER SHARE ACQUISITION (0.3).

MARAFIOTTI KA	06/22/06	2.10	CORRESPONDENCE RE: HARBINGER (0.2); TELECONFERENCE WITH J. WHITSON RE: SAME (0.4); ANALYZE HARBINGER ISSUES (0.8); TELECONFERENCE WITH FR (0.4); FOLLOWUP CALLS (0.3).
MARAFIOTTI KA	06/26/06	0.50	CORRESPONDENCE RE: HARBINGER ISSUES (0.1); ANALYZE NOL ORDER SERVICE (0.3); COMMUNICATIONS FRANK EATON (0.1).
MARAFIOTTI KA	06/27/06	1.20	CORRESPONDENCE RE: HARBINGER PURCHASE (0.3); TELECONFERENCE WITH F. EATON, D. DRIER, T. MULVEY RE: SAME (0.4); DEVELOP STRATEGY RE: SAME (0.2); ADDITIONAL CALL EATON & MULVEY (0.1); CONTINUE ANALYSIS OF HARBINGER ISSUES (0.2).
		8.10	
<b>Total Partner</b>		<b>17.00</b>	
MATZ TJ	06/13/06	3.00	ANALYZE HARBINGER CAPITAL EQUITY ACQUISITION AND THE CLAIMS TRADING ORDER IN RESPECT THEREOF (1.3); REVIEW AND REVISE MEMORANDUM RE: SAME AND PROPOSED COURSE OF ACTION (0.6); FOLLOW UP AND REVIEW RE: SAME (0.3); FURTHER ANALYSIS RE: HARBINGER AND CLAIMS TRADING ORDER AND RESPONSE OF COMPANY (0.8).
MATZ TJ	06/14/06	1.90	FURTHER REVIEW OF HARBINGER CAPITAL EQUITY ISSUE (0.6); REVISIONS TO HARBINGER CAPITAL RESPONSE (0.4); CONTINUE REVIEW AND REVISE RE: HARBINGER CAPITAL ACQUISITION, CLAIMS TAKING RESPONSE (0.9).
MATZ TJ	06/22/06	2.10	ANALYZE MATERIAL RE: HARBINGER CAPITAL PARTNERS SHAREHOLDING, TIMING AND NOTICE MATTERS (1.2); CORRESPONDENCE TO KCC RE: SERVICE MATTERS (0.3); FURTHER ANALYSIS RE: HARBINGER INTEREST, NOTICE (0.6).
MATZ TJ	06/23/06	0.60	CONTINUING ANALYSIS RE: HARBINGER AND CLAIMS TRADING ORDER ISSUES (0.6).
MATZ TJ	06/26/06	2.80	CONTINUE WORK ON SHAREHOLDER SERVICE AND ANALYSIS IN RESPECT THEREOF (1.4); CONTINUE WORK AND ANALYSIS RE: COMPLIANCE ISSUES RE: INTERIM AND FINAL TRADING ORDER (0.6); CORRESPONDENCE WITH KCC RE: NOLS SERVICE MATTER (0.3); FOLLOW UP ANALYSIS RE: NOLS SERVICE MATTER (0.3); CORRESPONDENCE WITH KCC RE: SAME (0.2).

MATZ TJ	06/27/06	3.90	TELECONFERENCE WITH E. GERSHBEIN RE: CLAIMS TRADING ORDER 10/05 AND 1/06 SERVICES (0.3); REVIEW AND ANALYSIS RE: SAME (0.3); FOLLOW UP TELECONFERENCES WITH E. GERSHBEIN RE: CLAIMS TRADING SERVICE (0.5); CONTINUING ANALYSIS RE: SAME (0.4); PREPARATION OF CORRESPONDENCE RE: CLAIMS TRADING SHAREHOLDER SERVICE (0.9); REVISIONS TO SAME (0.3); PREPARATION FOR HARBINGER TELECONFERENCE WITH WHITE & CASE (0.2); TELECONFERENCE WITH F. EATON, D. DRIEIR, T. MULVENY RE: HARBINGER EQUITY TRADING (0.4); FOLLOW UP STRATEGY ANALYSIS RE: SAME (0.2); FURTHER ANALYSIS RE: CLAIMS TRADING ORDER AND HARBINGER POSITION (0.4).
MATZ TJ	06/30/06	1.50	FOLLOW UP RE: HARBINGER SHARE ACQUISITION RESOLUTION (0.3); REVIEW AND COMMENT ON DRAFT PLEADINGS RE: SAME (0.4); CONTINUE ANALYSIS RE: RESOLUTION OF HARBINGER SHARE TRANSACTION (0.8).
		15.80	
SENSENBRENNER EB	06/07/06	1.20	REVIEW TAX ANALYSIS RE: EMPLOYMENT TAX REFERRAL (0.7); TAX WORK RE: STRATEGY TO ADDRESS CURRENT AND UPCOMING TAX MATTERS FOR DELPHI (0.5).
SENSENBRENNER EB	06/08/06	0.80	TAX ANALYSIS RE: CLAIM FOR REFUND OF FICA/FUTA TAXES (0.8).
SENSENBRENNER EB	06/09/06	0.30	TAX ANALYSIS RE: FICA/FUTA TAX REFUND CLAIM (0.3).
SENSENBRENNER EB	06/12/06	1.00	TAX ANALYSIS RE: FICA REFUND CLAIM (1.0).
SENSENBRENNER EB	06/13/06	8.30	TAX ANALYSIS RE: 382, HARBINGER SCHEDULE 13D (2.8); CONFER WITH S. GALE RE: SAME (0.3); WORK TO DEVELOP STRATEGY TO ADDRESS HARBINGER STOCK TRADES (3.8); REVIEW NOL TRADING ORDER, HARBINGER SCHEDULE 13D (1.4).
SENSENBRENNER EB	06/14/06	8.20	WORK ON STRATEGY FOR RESPONDING TO HARBINGER 13D AND TRADING IN DELPHI SHARES (4.6); DRAFT LETTER TO WHITE & CASE RE: HARBINGER 13D (3.2); CONFERENCE WITH S. GALE RE: SAME (0.4).
SENSENBRENNER EB	06/19/06	1.40	TAX ANALYSIS RE: 382 AS A RESULT OF HARBINGER ACQUISITION OF STOCK (0.4) WORK ON DEVELOPING STRATEGY TO RESPOND TO HARBINGER (0.7); CONFER WITH S. GALE RE: HARBINGER TRADES (0.3).
SENSENBRENNER EB	06/20/06	2.00	TAX WORK TO RESOLVE HARBINGER TRADING VIOLATION (2.0).
SENSENBRENNER EB	06/21/06	0.50	TAX WORK TO RESOLVE HARBINGER TRADING VIOLATION (0.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SENSENBRENNER EB	06/22/06	6.50	WORK ON STRATEGY TO ADDRESS HARBINGER TRADING VIOLATION (6.5).
SENSENBRENNER EB	06/23/06	0.80	WORK ON STRATEGY TO ADDRESS HARBINGER VIOLATION OF NOL ORDER (0.8).
SENSENBRENNER EB	06/27/06	2.20	WORK TO ADDRESS HARBINGER TRADING VIOLATION (1.8); REVIEW MATERIALS RE: HARBINGER'S OWNERSHIP OF DELPHI SHARES (0.4).
SENSENBRENNER EB	06/28/06	4.30	WORK ON ADDRESSING HARBINGER TRADING VIOLATION (2.8); REVIEW MATERIALS RE: HARBINGER OWNERSHIP (0.3); TAX ANALYSIS RE: 382 OWNERSHIP CHANGE (1.2).
SENSENBRENNER EB	06/29/06	1.30	TAX ANALYSIS RE: 382 OWNERSHIP CHANGE (0.4); WORK ON STRATEGY RE: HARBINGER TRADING VIOLATION (0.9).
SENSENBRENNER EB	06/30/06	1.50	TAX ANALYSIS RE: 382 OWNERSHIP CHANGE (0.6); TAX WORK RE: HARBINGER VIOLATION (0.9).
		<b>40.30</b>	
<b>Total Counsel</b>		<b>56.10</b>	
PHILLIPS DP	06/03/06	0.40	REVIEW AND COORDINATE RESPONSE TO COUNTY TAX FILING (0.4).
PHILLIPS DP	06/06/06	0.50	ANALYSIS OF BRINGING FICA WITHHOLDING ISSUE TO THE BANKRUPTCY COURT (0.5).
PHILLIPS DP	06/07/06	0.20	WORK ON FICA TAX ISSUE (0.2).
PHILLIPS DP	06/08/06	1.90	REVIEW OF TAX MATERIALS RELATING FICA & FUTA ISSUE AND DISCUSSION OF PROCEDURES RELATED THERETO (1.9).
PHILLIPS DP	06/09/06	2.10	TAX WORK ON PURSUING FICA ISSUE IN BANKRUPTCY COURT (2.1).
PHILLIPS DP	06/12/06	2.80	REVIEW SCHEDULE 13D FILED AND REVIEW SECTION 382 RULES AND TRADING ORDER RELATING TO 13D (2.8).
PHILLIPS DP	06/13/06	4.50	RESPOND TO HARBINGER'S ACQUISITION OF STOCK IN VIOLATION OF TRADING ORDER (4.5).
PHILLIPS DP	06/14/06	1.90	WORK ON RESPONSE TO VIOLATION OF TRADING ORDER (1.9).
PHILLIPS DP	06/15/06	0.40	TAX WORK RE: VIOLATION OF TRADING ORDER (0.4).
PHILLIPS DP	06/16/06	1.00	TAX RESEARCH RE: SECTION 382 AND HARBINGER VIOLATION (1.0).
PHILLIPS DP	06/19/06	1.40	TAX WORK ON IMPLICATION OF HARBINGER'S VIOLATION OF TRADING ORDER (1.1); TELECONFERENCE WITH S. GALE RE: SAME (0.3).

PHILLIPS DP	06/20/06	3.40	TELECONFERENCE WITH S. GALE AND E&Y RELATING TO HARBINGER'S VIOLATION OF TRADING ORDER (0.6); RESEARCH HARBINGER'S ACTIVITIES (0.3); RESEARCH LAW RELATING TO VALIDITY OF TRADING ORDERS (2.5).
PHILLIPS DP	06/21/06	4.30	RESEARCH RE: HARBINGER'S VIOLATION OF SECURITIES TRADING ORDER (4.3).
PHILLIPS DP	06/22/06	3.40	RESEARCH SECTION 382 AND FINAL TRADING ORDER AND HARBINGER'S VIOLATION (2.7); TELECONFERENCE WITH WHITE & CASE (0.7).
PHILLIPS DP	06/25/06	2.10	DRAFT AGREED ORDER RELATING TO HARBINGER VIOLATION OF TRADING ORDER (2.1).
PHILLIPS DP	06/26/06	1.90	DRAFT MOTION FOR AGREED ORDER RELATING TO VIOLATION OF TRADING ORDER (1.2); DRAFT AGREED ORDER (0.7).
PHILLIPS DP	06/27/06	4.90	TELECONFERENCE WITH HARBINGER'S COUNSEL RE: VIOLATION OF TRADING ORDER (0.6); RESEARCH IMPACT OF HARBINGER'S ACQUISITION/DISPOSITION OF STOCK (0.7); DRAFT AND REVISE MOTION FOR AGREED ORDER RE: VIOLATION OF TRADING ORDER (3.6).
PHILLIPS DP	06/28/06	3.50	REVISE AGREED ORDER AND MOTION RE: HARBINGER VIOLATION OF TRADING ORDER (1.5); ANALYZE ALTERNATIVE TREATMENTS OF SAME (1.3); RESEARCH SECTION 382 IMPLICATION (0.7).
PHILLIPS DP	06/29/06	2.80	TAX RESEARCH RE: SECTION 382 AFFECT OF HARBINGER SELLING STOCK (2.1); REVISE MOTION AND ORDER RE: TRADING VIOLATION (0.4); TELECONFERENCE RE: SECURITIES LAW ISSUES RE: ORDER (0.3).
PHILLIPS DP	06/30/06	3.00	ANALYZE APPROACHES FOR RESPONDING TO HARBINGER'S VIOLATION OF TRADING ORDER (2.2); REVISE MOTION AND ORDER RE: HARBINGER (0.8).
		46.40	
<b>Total Associate</b>		<b>46.40</b>	
<b>TOTAL TIME</b>		<b><u>119.50</u></b>	

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 07/31/06**  
**Bill Number: 1128095**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	06/09/06	Copy Center, D	28.56
In-house Reproduction	06/13/06	Copy Center, D	8.61
In-house Reproduction	06/16/06	Copy Center, D	12.43
In-house Reproduction	06/16/06	Copy Center, D	0.20
In-house Reproduction	06/20/06	Copy Center, D	0.80
In-house Reproduction	06/23/06	Copy Center, D	33.37
In-house Reproduction	06/27/06	Copy Center, D	12.03
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$96.00</b>
Telephone Expense	06/30/06	Telecommunications, D	2.60
Telephone Expense	06/30/06	Telecommunications, D	3.20
Telephone Expense	06/30/06	Telecommunications, D	0.17
Telephone Expense	06/30/06	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.00</b>
Lexis/Nexis	06/13/06	Phillips DP	32.76
Lexis/Nexis	06/20/06	Phillips DP	94.24
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$127.00</b>
Westlaw	06/12/06	Feinberg AS	70.40
Westlaw	06/13/06	Heath MM	9.60
		<b>TOTAL WESTLAW</b>	<b>\$80.00</b>
Vendor Hosted Telecon- ferencing	06/30/06	Teleconferencing Services, LLC	10.16
Vendor Hosted Telecon- ferencing	06/30/06	Teleconferencing Services, LLC	2.84
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$13.00</b>
Messengers/ Courier	06/14/06	Dist Serv/Mail/Page, D	6.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$6.00</b>

Outside Re- search/Internet Services	06/30/06	Global Securities	25.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$25.00</b>
		<b>TOTAL MATTER</b>	<b>\$353.00</b>

Delphi Corporation (DIP)  
Tax MattersBill Date: 08/31/06  
Bill Number: 1122597

NAME	DATE	HOURS	DESCRIPTION
BREWSTER JJ	07/12/06	0.20	REVIEW TAX MATTERS (0.2).
BREWSTER JJ	07/13/06	4.20	DISCUSSIONS WITH WORKING GROUP RE: TAX ISSUES; REVIEW CLIENT DOCUMENTS; DISCUSSIONS WITH J. WHITSON (1.6); REVIEW LEGAL AUTHORITIES (2.6).
BREWSTER JJ	07/19/06	1.80	REVIEW LEGAL AUTHORITIES (1.8).
BREWSTER JJ	07/20/06	3.00	DISCUSSIONS WITH WORKING GROUP RE: TAX ISSUES; REVIEW LEGAL AUTHORITIES RE: SAME (2.2); REVIEW INVOICES FOR TAX ANALYSIS (0.8).
BREWSTER JJ	07/24/06	0.10	EMAIL CORRESPONDENCE (0.1).
BREWSTER JJ	07/26/06	1.20	DISCUSSION RE: TAX MATTERS (1.2).
		<b>10.50</b>	
GROSS C	07/11/06	3.60	WORK RE: APALOOSA POTENTIAL AGREEMENT AND TAX RELATED ANALYSIS (3.6).
GROSS C	07/12/06	5.60	WORK RE: HARBINGER TRADING ORDER VIOLATION (2.6); WORK RE: APALOOSA NDA TRADING ORDER PROVISIONS AND ANALYSIS (2.4); WORK RE: ENVIRONMENTAL TRUST (J. WHITSON) (0.6).
GROSS C	07/13/06	3.00	WORK RE: HARBINGER VIOLATION OF TRADING ORDER (2.6); WORK RE: NDA TRADING ORDER INTERACTION (0.4).
GROSS C	07/25/06	0.60	TAX WORK RE: BANKRUPTCY ANALYSIS OF EXCISE TAXES AND SECTION 4971 (0.6).
GROSS C	07/26/06	0.40	WORK RE: K. COBB REVISIONS TO BANKRUPTCY ANALYSIS OF EXCISE TAXES (0.4).
GROSS C	07/31/06	1.20	TAX WORK RE: APPALOOSA AGREEMENT (0.4); CONSULTATION WITH J. WHITSON/S. GALE RE: TAX MODELING/ANALYSIS (0.8).
		<b>14.40</b>	
MARAFIOTTI KA	07/10/06	0.10	WORK ON ISSUES RE: HARBINGER STIPULATION (0.1).
MARAFIOTTI KA	07/11/06	2.20	TELECONFERENCE FROM F. EATON RE: HARBINGER ISSUES (0.1); REVIEW AND REVISE HARBINGER MOTION (0.4); REVIEW AND REVISE HARBINGER ORDER (0.3); ANALYZE ISSUES RE: HARBINGER (0.6); CORRESPONDENCE WITH WHITE AND CASE AND OTHERS RE: HARBINGER (0.8).

MARAFIOTI KA	07/12/06	2.30	ANALYZE ISSUES RE: HARBINGER (0.4); REVIEW AND REVISE MOTION AND ORDER RE: HARBINGER (0.2); CORRESPONDENCE RE: SAME (0.2); COMMUNICATION WITH F. EATON AND REVIEW OF REVISED DRAFT PLEADINGS (0.5); ADDITIONAL CORRESPONDENCE TO EATON AND OTHERS RE: SAME (0.5); RESEARCH NOTICE ISSUES IN CONNECTION WITH SERVICE OF FINAL ORDER (0.5).
MARAFIOTI KA	07/13/06	2.10	REVIEW NOL TRADING ORDER SERVICE ISSUES (0.3); CORRESPONDENCE F. EATON RE: HARBINGER (0.2); ANALYZE ISSUES RE: IRS PRIVATE LETTER RULING (1.6).
MARAFIOTI KA	07/16/06	0.30	REVIEW CORRESPONDENCE RE: HARBINGER (0.3).
MARAFIOTI KA	07/17/06	6.00	REVIEWED WHITE & CASE PROPOSED REVISIONS TO HARBINGER ORDER AND MOTION (0.8); CORRESPONDENCE FROM EATON AND T. MULVEY RE: SAME (0.1); WORK ON HARBINGER MOTION (2.1), ORDER (0.7), ORDER TO SHOW CAUSE (0.7), AND AFFIDAVIT IN SUPPORT OF OSC (0.9); CORRESPONDENCE RE: J. WHITSON COMMENTS (0.1); TELECONFERENCE WITH S. CORCORAN RE: PLEADINGS (0.2); TELECONFERENCES WITH T. MULVEY RE: REVISIONS (0.4).
MARAFIOTI KA	07/18/06	0.90	PREPARE FOR HARBINGER HEARING (0.9).
MARAFIOTI KA	07/24/06	0.80	CORRESPONDENCE RE: IRS FORM 5330 (0.2) AND RESEARCH RE: SAME (0.6).
MARAFIOTI KA	07/25/06	2.50	CORRESPONDENCE RE: FORM 5330 (0.1) AND RESEARCH RE: SAME (0.6); WORK ON MEMO TO CLIENT RE: SAME (1.0); CONTINUED ANALYSIS OF SAME (0.6) AND CORRESPONDENCE TO K. COBB RE: SAME (0.2).
MARAFIOTI KA	07/26/06	2.00	REVIEW CORRESPONDENCE FROM COBB RE: FORM 5330 (0.1); FURTHER ANALYSIS OF LEGAL ISSUES RELATING THERETO (1.6); TELECONFERENCE WITH K. COBB RE: SAME (0.1); ADDITIONAL CORRESPONDENCE TO CLIENT RE: SAME (0.2).
MARAFIOTI KA	07/27/06	0.20	ANALYZE TAX DEDUCTION ISSUE (0.2).
		<b>19.40</b>	
<b>Total Partner</b>		<b>44.30</b>	
MATZ TJ	07/06/06	1.00	FOLLOW UP RE: HARBINGER SHARE MATTER (0.4); TELECONFERENCE WITH F. EATON RE: SAME (0.3); FOLLOW UP RE: ADP AND SERVICE (0.3).
MATZ TJ	07/11/06	3.60	CONTINUING REVIEW AND ANALYSIS RE: HARBINGER TAX MATTER, PROPOSED MOTION AND ORDER (1.8); FURTHER REVISIONS AND DRAFT OF SAME (1.8).

MATZ TJ	07/12/06	4.10	FURTHER REVISIONS TO HARBINGER TRADING MOTION AND ORDER (1.2); FOLLOW UP RE: TAX MATTERS RE: SAME (0.4); ADDITIONAL REVISIONS TO HARBINGER MOTION AND ORDER (1.3); REVIEWING AND UPDATING NOTES RE: CLAIMS TRADING ORDER SERVICE (0.5); CORRESPONDENCE WITH S. CORCORAN & J. WHITSON RE: HARBINGER MOTION & ORDER (0.2); TELECONFERENCE WITH S. CORCORAN & J. WHITSON RE: SAME (0.3); FURTHER REVISIONS TO PROPOSED MOTION AND ORDER (0.2).
MATZ TJ	07/13/06	1.40	ANALYZING HARBINGER SHARE POSITION ISSUE, NOTICE (1.2); CORRESPONDENCE WITH F. EATON RE: SAME (0.2).
MATZ TJ	07/14/06	1.30	CONTINUING WORK RE: HARBINGER MATTERS AND WHITE & CASE POSITION IN RESPECT THEREOF (1.3).
MATZ TJ	07/16/06	1.60	REVIEWING WHITE & CASE MARKUP OF HARBINGER MOTION AND ORDER (0.6); REVIEW EMAILS IN RESPECT THEREOF (0.3); FURTHER ANALYSIS OF SHORTENED NOTICE AND PREPARATION OF ORDER TO SHOW CAUSE (0.7).
MATZ TJ	07/17/06	3.50	REVIEWING, REVISING AND PREPARATION OF MARAFIOTI AFFIDAVIT AND ORDER TO SHOW CAUSE AND REVISIONS TO HARBINGER NOL TRADING MOTION AND ORDER (2.2); TELECONFERENCE WITH T. MULVEY OF WHITE & CASE RE: SAME (0.7); EMAIL TO U.S. TRUSTEE, H. DAVIS RE: SHOW CAUSE (0.2); FINALIZE FOR CHAMBERS RE: FINAL SHOW CAUSE (0.2); OVERSEEING SERVICE THEREOF (0.2).
MATZ TJ	07/18/06	1.70	TELECONFERENCE TO U.S. TRUSTEE RE: HARBINGER MOTION (0.2); TELECONFERENCE WITH WHITE AND CASE RE: SAME, FORM OF ORDER (0.3); FURTHER REVIEW AND ANALYSIS OF INTERIM AND FINAL SERVICE MATTERS RE: NOL TRADING ORDER (0.8); PREPARATION OF MATERIALS FOR HARBINGER MOTION (0.4).
MATZ TJ	07/25/06	0.30	REVIEWING POSSIBLE TAX MATTER RE: PENSION PAYMENT (0.3).

**18.50**

SENSENBRENNER EB	07/05/06	0.30	TAX WORK RE: HARBINGER TRADING VIOLATION (0.3).
SENSENBRENNER EB	07/06/06	0.50	TAX WORK TO RESOLVE HARBINGER TRADING VIOLATION (0.5).
SENSENBRENNER EB	07/10/06	0.80	REVIEW AND REVISE DRAFT ORDER AND MOTION RE: HARBINGER TRADING VIOLATION (0.8).
SENSENBRENNER EB	07/11/06	5.10	TAX WORK TO DEVELOP STRATEGY FOR ADDRESSING HARBINGER TRADING VIOLATION (4.3); REVIEW AND REVISE DRAFT MOTION AND ORDER RE: HARBINGER PURGE (0.8).
SENSENBRENNER EB	07/12/06	5.80	TAX ANALYSIS RE: ENVIRONMENTAL PROPOSAL (2.1); TAX ANALYSIS/STRATEGY RE: HARBINGER TRADING VIOLATION (3.7).
SENSENBRENNER EB	07/13/06	7.70	TAX ANALYSIS RE: HARBINGER TRADING VIOLATION (3.7); REVIEW AND REVISE DRAFT MOTION AND ORDER (0.8); TAX WORK RE: ENVIRONMENTAL TRUST PROPOSAL (3.2).
SENSENBRENNER EB	07/14/06	4.00	TELECONFERENCE WITH D. DRAYER RE: HARBINGER TRADE (0.8); TELECONFERENCE WITH F. EATON RE: HARBINGER (0.2); SENIOR STRATEGY CALL (1.2); REVIEW AND REVISE DRAFT ORDER RE: HARBINGER TRADE (0.7); TAX ANALYSIS RE: HARBINGER TRADE (1.1).
SENSENBRENNER EB	07/15/06	1.30	REVIEW WHITE & CASE COMMENTS TO DRAFT MOTION AND ORDER RE: HARBINGER TRADES (0.6); TAX ANALYSIS RE: SAME (0.7).
SENSENBRENNER EB	07/16/06	0.60	TAX ANALYSIS RE: HARBINGER TRADE (0.2); WHITE & CASE COMMENTS TO DRAFT ORDER (0.4).
SENSENBRENNER EB	07/17/06	4.20	DISCUSS TAX ISSUES RE: PENSION UNDERLYING WITH K. COBB (0.3); TAX ANALYSIS RE: SAME (1.2); TAX WORK TO RESOLVE HARBINGER TRADING VIOLATION (2.7).
SENSENBRENNER EB	07/18/06	1.50	TAX ANALYSIS RE: ENVIRONMENTAL TRUST (0.9); TAX WORK RE: PENSION FUNDING ISSUE (0.6).
SENSENBRENNER EB	07/19/06	1.50	TAX ANALYSIS RE: PENSION FUNDING, EXCISE TAX (1.5).
SENSENBRENNER EB	07/20/06	3.00	TAX WORK, TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (2.5); TAX ANALYSIS RE: PENSION FUNDING, EXCISE TAX (0.5).
SENSENBRENNER EB	07/21/06	3.00	TAX ANALYSIS RE: ENVIRONMENTAL TRUST (1.7); TAX ANALYSIS RE: K. COBB INQUIRY RE: PENSION FUNDING DEFICIENCY, EXCISE TAX (1.3).

SENSENBRENNER EB	07/24/06	2.80	TAX WORK RE: PENSION UNDERFUNDING EXCISE TAX, STRATEGY FOR IRS REPORTING (1.6); TAX ANALYSIS RE: ENVIRONMENTAL TRUST (1.2).
SENSENBRENNER EB	07/25/06	1.10	TAX ANALYSIS RE: 4971(A) EXCISE TAX (0.4); DEVELOP STRATEGY FOR REPORTING PENSION UNDERFUNDING AND HANDLING EXCISE TAX (0.7).
SENSENBRENNER EB	07/26/06	3.80	WORK ON DEVELOPING STRATEGY FOR HANDLING PENSION UNDERFUNDING (1.7); TELECONFERENCE WITH K. COBB RE: SAME (0.3); TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.8).
SENSENBRENNER EB	07/27/06	0.30	TAX ANALYSIS RE: ENVIRONMENTAL TRUST (0.3).
SENSENBRENNER EB	07/28/06	1.70	REVIEW APPALOOSA DRAFT SEC FILING (0.4); TAX ANALYSIS RE: 382 (1.3).
		<b>49.00</b>	
<b>Total Counsel</b>		<b>67.50</b>	
FEINBERG AS	07/10/06	1.10	ANALYSIS RE: APPLICATION OF SECTION 382 TO SHAREHOLDER GROUPS (1.1).
FEINBERG AS	07/11/06	2.10	ANALYSIS RE: APPLICATION OF SECTION 382 TO SHAREHOLDER GROUPS (2.1).
FEINBERG AS	07/12/06	2.60	ANALYSIS RE: APPLICATION OF SECTION 382 TO SHAREHOLDER GROUPS (2.6).
FEINBERG AS	07/13/06	2.40	ANALYSIS RE: APPLICATION OF SECTION 382 TO SHAREHOLDER GROUPS (0.7); ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND FOR ENVIRONMENTAL LIABILITIES (1.7).
FEINBERG AS	07/14/06	1.00	ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND FOR POTENTIAL ENVIRONMENTAL LIABILITIES (1.0).
FEINBERG AS	07/16/06	2.30	ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND FOR POTENTIAL ENVIRONMENTAL LIABILITIES (2.3).
FEINBERG AS	07/17/06	3.30	RESEARCH AND ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND (3.3).
FEINBERG AS	07/18/06	0.90	RESEARCH AND ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND (0.9).
FEINBERG AS	07/19/06	1.40	RESEARCH AND ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND (1.4).
FEINBERG AS	07/20/06	3.70	RESEARCH AND ANALYSIS RE: ESTABLISHMENT OF SETTLEMENT FUND (3.7).
FEINBERG AS	07/21/06	0.40	ANALYSIS RE: COURT FILINGS (0.4).
FEINBERG AS	07/25/06	1.00	ANALYSIS RE: APPLICATION OF POTENTIAL TRUST FUND TAXES (1.0).
FEINBERG AS	07/26/06	2.20	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (2.2).

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

FEINBERG AS	07/28/06	0.30	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.3).
FEINBERG AS	07/31/06	0.50	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.5).
		<b>25.20</b>	
JJINGO MJ	07/11/06	3.30	REVIEW AND REVISE HARBINGER PLEADINGS (3.3).
JJINGO MJ	07/14/06	0.90	PREPARE MATERIALS TO DRAFT ORDER TO SHOW CAUSE (0.9).
JJINGO MJ	07/15/06	6.70	DRAFT ORDER TO SHOW CAUSE, AFFIDAVIT AND OTHER MATERIALS RELATED TO THE HARBINGER TRANSACTION AND REVIEW AND REVISE MOTION AND ORDER FOR THE SAME (6.7).
JJINGO MJ	07/17/06	7.80	REVIEW AND REVISE HARBINGER PLEADINGS (7.8).
JJINGO MJ	07/18/06	1.80	REVIEW AND REVISE HARBINGER SCRIPT (1.8).
		<b>20.50</b>	
PHILLIPS DP	07/06/06	0.40	WORK ON RESPONSE TO HARBINGER'S VIOLATION OF TRADING ORDER (0.4).
PHILLIPS DP	07/11/06	0.80	REVISE PLEADING RE: HARBINGER VIOLATIONS OF TRADING ORDER (0.6); RESEARCH HARBINGER VIOLATION (0.2).
PHILLIPS DP	07/12/06	0.40	WORK ON RESPONSE TO HARBINGER'S VIOLATION OF THE TRADING ORDER (0.4).
PHILLIPS DP	07/14/06	0.50	WORK ON RESOLUTION OF HARBINGER VIOLATION OF TRADING ORDER (0.5).
PHILLIPS DP	07/16/06	0.90	WORK ON DOCUMENTS RESPONDING TO HARBINGER'S VIOLATION OF TRADING ORDER (0.9).
PHILLIPS DP	07/18/06	0.40	REVIEW FILED MOTION AND ORDER RE: HARBINGER VIOLATION (0.4).
PHILLIPS DP	07/19/06	2.00	ANALYSIS OF PENSION TAX ISSUE (2.0).
PHILLIPS DP	07/20/06	1.10	RESEARCH FORM 5330 ISSUES (1.1).
PHILLIPS DP	07/21/06	1.60	ANALYZE TAX ISSUES RELATED TO UNDERFUNDING OF PENSION PLANS (1.6).
PHILLIPS DP	07/31/06	0.20	REVIEW SEC FILINGS RELATED TO HARBINGER SELL DOWN (0.2).
		<b>8.30</b>	
<b>Total Associate</b>		<b>54.00</b>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SALAZAR AG	07/11/06	1.00	DISTRIBUTE CLAIMS TRADING AFFIDAVITS OF SERVICE AS REQUESTED (0.5), RESEARCH PRECEDENT ORDERS FOR STYLE AND LANGUAGE (0.5).
		1.00	
ZSOLDOS AF	07/17/06	1.50	PREPARE AND HAND SERVE ORDER TO SHOW CAUSE AND HARBINGER MOTION, AFFIDAVIT, AND ORDER (1.5).
		1.50	
<b>Total Legal Assistant</b>		<b>2.50</b>	
<b>TOTAL TIME</b>		<b><u>168.30</u></b>	

Delphi Corporation (DIP)  
Tax Matters

Bill Date: 08/31/06  
Bill Number: 1122597

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/11/06	Copy Center, D	1.97
In-house Reproduction	07/14/06	Copy Center, D	6.20
In-house Reproduction	07/18/06	Copy Center, D	3.53
In-house Reproduction	07/21/06	Copy Center, D	0.30
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$12.00</b>
Telephone Expense	07/28/06	Telecommunications, D	3.67
Telephone Expense	07/28/06	Telecommunications, D	5.22
Telephone Expense	07/28/06	Telecommunications, D	0.66
Telephone Expense	07/28/06	Telecommunications, D	0.45
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$10.00</b>
Lexis/Nexis	07/10/06	Feinberg AS	64.44
Lexis/Nexis	07/10/06	Feinberg AS	-6.44
Lexis/Nexis	07/11/06	Feinberg AS	193.33
Lexis/Nexis	07/11/06	Feinberg AS	-19.34
Lexis/Nexis	07/12/06	Feinberg AS	84.43
Lexis/Nexis	07/12/06	Feinberg AS	-8.43
Lexis/Nexis	07/16/06	Feinberg AS	77.77
Lexis/Nexis	07/16/06	Feinberg AS	-7.76
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$378.00</b>
Westlaw	07/10/06	Feinberg AS	67.21
Westlaw	07/11/06	Feinberg AS	152.48
Westlaw	07/12/06	Feinberg AS	131.10
Westlaw	07/16/06	Feinberg AS	67.21
		<b>TOTAL WESTLAW</b>	<b>\$418.00</b>
Outside Re- search/Internet Services	07/06/06	Pacer Service Center	5.08
Outside Re- search/Internet Services	07/31/06	Global Securities	39.92
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$45.00</b>

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
CLR/Disclosure	07/31/06	Global Securities	46.00
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$46.00</b>
		<b>TOTAL MATTER</b>	<b>\$909.00</b>

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 09/30/06**  
**Bill Number: 1128097**

NAME	DATE	HOURS	DESCRIPTION
BREWSTER JJ	08/11/06	0.30	TAX ANALYSIS RE: TAX ACCOUNTING ISSUES (0.3).
BREWSTER JJ	08/14/06	3.20	TAX ANALYSIS RE: TAX ACCOUNTING ISSUES (3.2).
BREWSTER JJ	08/16/06	1.20	TAX ANALYSIS RE: QUALIFIED SETTLEMENT FUND (0.9); TAX ANALYSIS (0.3).
		4.70	
COCHRAN EL	08/30/06	1.60	REVIEW GM TERM SHEET WITH J. WHITSON, G. GILES, S. CORCORAN (1.6).
		1.60	
<b>Total Partner</b>		<b>6.30</b>	
MATZ TJ	08/01/06	0.30	CORRESPONDENCE WITH J. WHITSON RE: HARBINGER SHAW SALE AS PER NOL ORDER (0.2); REVIEW SCHEDULE 13D RE: SAME (0.1).
MATZ TJ	08/18/06	0.20	REVIEW DOCKET RE: HARBINGER'S NON-COMPLAINT PURCHASES NOTICE (0.2).
MATZ TJ	08/25/06	0.40	REVIEW AND COMMENT ON IRS SECTION 382 AGREEMENT RE: NOLS (0.4).
MATZ TJ	08/29/06	0.10	REVIEW AND REVISE HARBINGER CERTIFICATE OF COMPLIANCE RE: NON COMPLIANT PURCHASES (0.1).
		1.00	
SENSENBRENNER EB	08/01/06	3.00	TAX ANALYSIS RE: EXCISE TAX RE: PENSION UNDER FUNDING (2.2); REVIEW MATERIALS RE: APPALOOSA DISCLOSURE (0.8).
SENSENBRENNER EB	08/02/06	0.80	TAX ANALYSIS RE: PENSION UNDER FUNDING EXCISE TAX (0.8).
SENSENBRENNER EB	08/03/06	0.50	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.5).
SENSENBRENNER EB	08/10/06	1.40	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.9); REVIEW MATERIALS, PRECEDENT TRUST DOCUMENTS (0.5).
SENSENBRENNER EB	08/14/06	3.00	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.5); TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.5).
SENSENBRENNER EB	08/28/06	1.50	REVIEW FRAMEWORK AGREEMENT (0.6); TAX ANALYSIS RE: SAME (0.9).
SENSENBRENNER EB	08/29/06	0.50	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (0.2); REVIEW FRAMEWORK AGREEMENT (0.3).

SENSENBRENNER EB	08/30/06	2.80	REVIEW FRAMEWORK AGREEMENT (1.6); TELECONFERENCE WITH S. CORCORAN, J. WHITSON, S. GALE, E. COCHRAN AND C. GROSS RE: SAME (1.2).
SENSENBRENNER EB	08/31/06	1.50	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (0.5); TELECONFERENCE WITH S. GALE TO DISCUSS FRAMEWORK AGREEMENT (1.0).
		<b>15.00</b>	
<b>Total Counsel</b>		<b>16.00</b>	
FEINBERG AS	08/01/06	2.90	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.4); TAX ANALYSIS RE: APPLICATION OF SECTION 382 ENTITY RULES (1.5).
FEINBERG AS	08/02/06	0.60	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.6).
FEINBERG AS	08/06/06	0.50	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (0.5).
FEINBERG AS	08/07/06	0.10	ANALYSIS RE: COURT FILINGS (0.1).
FEINBERG AS	08/09/06	0.70	TAX ANALYSIS RE: COURT FILINGS (0.7).
FEINBERG AS	08/10/06	1.20	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.2).
FEINBERG AS	08/14/06	1.00	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.0).
FEINBERG AS	08/15/06	1.00	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.0).
FEINBERG AS	08/16/06	1.60	TAX ANALYSIS RE: ENVIRONMENTAL TRUST PROPOSAL (1.6).
FEINBERG AS	08/28/06	3.30	TAX ANALYSIS RE: ISSUE RESOLUTION AGREEMENT (2.5); ANALYSIS RE: COURT FILINGS (0.8).
FEINBERG AS	08/29/06	0.80	TAX ANALYSIS RE: PRESERVATION OF TAX ATTRIBUTES (0.8).
FEINBERG AS	08/30/06	3.00	RESEARCH RE: PRESERVATION OF TAX ATTRIBUTES (1.4); TAX ANALYSIS AND RESEARCH RE: APPLICATION OF SECTION 382 RULES (1.6).
FEINBERG AS	08/31/06	4.20	TELECONFERENCE WITH S. GALE TO DISCUSS FRAMEWORK AGREEMENT (1.0); TAX ANALYSIS RE: FRAMEWORK AGREEMENT (2.4); RESEARCH RE: PRESERVATION OF TAX ATTRIBUTES (0.8).
		<b>20.90</b>	
<b>Total Associate</b>		<b>20.90</b>	
<b>TOTAL TIME</b>		<b><u>43.20</u></b>	

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 09/30/06**  
**Bill Number: 1128097**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	08/04/06	Copy Center, D	14.70
In-house Reproduction	08/11/06	Copy Center, D	0.30
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$15.00</b>
Telephone Expense	08/31/06	Telecommunications, D	1.75
Telephone Expense	08/31/06	Telecommunications, D	1.11
Telephone Expense	08/31/06	Telecommunications, D	0.14
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$3.00</b>
Lexis/Nexis	08/01/06	Feinberg AS	135.55
Lexis/Nexis	08/01/06	Feinberg AS	-13.55
Lexis/Nexis	08/31/06	Feinberg AS	290.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$412.00</b>
Vendor Hosted Telecon- ferencing	08/31/06	Teleconferencing Services, LLC	13.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$13.00</b>
		<b>TOTAL MATTER</b>	<b>\$443.00</b>

Delphi Corporation (DIP)  
 Tax Matters

Bill Date: 10/31/06  
 Bill Number: 1127729

NAME	DATE	HOURS	DESCRIPTION
BREWSTER JJ	09/05/06	0.90	WORK ON TAX MATTERS INCLUDING EVALUATING THRESHOLD REORGANIZATION PLANNING MATTERS (0.9).
BREWSTER JJ	09/11/06	1.40	REVIEW LIST AND DESCRIPTIONS OF TAX ISSUES; ORGANIZE RESEARCH AND IMPLEMENTATION (1.4).
BREWSTER JJ	09/13/06	1.80	REVIEW CLIENT DOCUMENTS (1.2); DISCUSSIONS WITH D. SCHNEIDER RE: TAX ISSUES (0.6).
BREWSTER JJ	09/15/06	1.50	REVIEW CLIENT DOCUMENTS INCLUDING EVALUATING THRESHOLD REORGANIZATION PLANNING MATTERS (1.5).
BREWSTER JJ	09/20/06	2.40	WORK ON TAX MATTERS INCLUDING EVALUATING THRESHOLD REORGANIZATION PLANNING MATTERS (2.4).
BREWSTER JJ	09/21/06	1.90	WORK ON TAX MATTERS INCLUDING EVALUATING THRESHOLD REORGANIZATION PLANNING MATTERS (1.9).
BREWSTER JJ	09/22/06	1.40	WORK ON TAX MATTERS INCLUDING EVALUATING THRESHOLD REORGANIZATION PLANNING MATTERS (1.4).
		11.30	
GROSS C	09/05/06	2.90	TAX WORK RE: ANALYSIS OF FORMATION AGREEMENT (2.2); TELECONFERENCE WITH J. WHITSON AND S. GALE RE: TAX ANALYSIS OF FORMATION AGREEMENT AND RELATED MATTERS (0.7).
GROSS C	09/07/06	0.40	TAX WORK RE: ANALYSIS OF FRAMEWORK MATTERS (0.4).
GROSS C	09/15/06	1.10	TAX WORK RE: FRAMEWORK AGREEMENT TAX ANALYSIS (0.6); TAX WORK RE: CAP AGREEMENT RESOLUTION (0.5).
GROSS C	09/22/06	1.60	WORK RE: J. WHITSON CAP AGMT (0.8); ANALYSIS OF KAREN COBB EXCISE TAX REVIEW (0.8).
GROSS C	09/27/06	2.40	WORK RE: SECTION 4971 ANALYSIS (K. COBB/S. GALE) AND INTERSECTION WITH BANKRUPTCY LAWS (2.4).
		8.40	
LYONS JK	09/12/06	1.10	REVIEW OF IRS CLAIM MATTER, LANGUAGE ON RESPONSE AND OTHER MATTERS (1.1).
LYONS JK	09/13/06	1.20	REVIEW AND CONFERENCE CALL RE: IRS TAX ISSUE, LANGUAGE ON RETURN AND OTHER MATTERS INCLUDING POTENTIAL SETOFF ISSUE (1.2).

LYONS JK	09/14/06	1.90	REVIEW OF US GOVERNMENT SETOFF MATTERS, CUSTOMS SERVICE PROOF OF CLAIM AND OTHER MATTERS (1.9).
LYONS JK	09/29/06	0.30	REVIEW OF DAYTON TAX ABATEMENT STRATEGY (0.3).
		<b>4.50</b>	
MARAFIOTI KA	09/08/06	0.90	RESEARCH (0.5) AND EXCHANGE OF CORRESPONDENCE RE: IRS CAP ISSUE (0.2); REPORT ON RESEARCH RE: SAME (0.2).
MARAFIOTI KA	09/13/06	0.10	REVIEW PROPOSED LEGEND TO INCLUDE WITH TAX RETURN (0.1).
MARAFIOTI KA	09/21/06	1.90	BEGAN REVIEW OF TAX MEMO RE: IRC 4971(A); (0.2); ANALYZE BANKRUPTCY IMPLICATIONS OF SAME (1.5); TELECONFERENCE WITH L. HASSEL RE: SAME (0.2).
MARAFIOTI KA	09/25/06	1.00	REVIEW MEMO RE: IRC SECTION 4971 (0.5); REPORT ON TAX RESEARCH (0.2) AND CONSIDER SAME (0.3).
MARAFIOTI KA	09/26/06	2.80	REVIEW ADDITIONAL MEMO RE: IRC SECTION 4971 (0.4) AND ANALYZE ISSUES RAISED BY SAME (0.4); CORRESPONDENCE EXCHANGE RE: APPALOOSA PORTFOLIO "BALANCING" (0.2); CONTINUE CONSIDERATION OF SECTION 4971 (1.8).
MARAFIOTI KA	09/27/06	1.00	PREPARE FOR TELECONFERENCE WITH CLIENT (0.4); TELECONFERENCE WITH K. COBB AND S. GALE RE: IRC SECTION 4971 (0.3) AND FOLLOWUP RE: SAME (0.1); REVIEW NOTES OF CLIENT CALL (0.2).
MARAFIOTI KA	09/28/06	0.10	CORRESPONDENCE FROM CLIENT RE: 5530 ASSESSMENT (0.1).
		<b>7.80</b>	
<b>Total Partner</b>		<b>32.00</b>	
MATZ TJ	09/19/06	0.70	CONTINUING ANALYSIS AND WORK ON CUSTOMS AND BOARDER PROTECTION CLAIM AND SET OFF MATTER (0.5); REVIEW CORRESPONDENCE FROM J. WHITSON RE: SAME (0.2).
MATZ TJ	09/20/06	1.60	REVIEW AND CONSIDERING CBP TAX CLAIM MATTER AND POSSIBLE RESOLUTION THEREOF (1.2); ANALYSIS OF IRS EXCISE TAX ASSESSMENT MATTER (0.4).
		<b>2.30</b>	
RAMLO K	09/22/06	0.30	REVIEW MATERIALS ON STATUS OF DAYTON, OHIO TAX ABATEMENT ISSUE (0.3).
RAMLO K	09/27/06	2.10	REVIEW AND ANALYZE MATERIALS ON OHIO ZONE ENTERPRISE AGREEMENTS (1.8); TELECONFERENCE WITH R. ARRIGO RE: SAME (0.3).

RAMLO K	09/28/06	2.10	TELECONFERENCE WITH B. LEUTHGE RE: OHIO TAX ABATEMENT (0.6); REVIEW PROOFS OF CLAIM, FURTHER ANALYZE MATERIALS AND PREPARE STRATEGY (1.3); TELECONFERENCE WITH S. CORCORAN RE: TAX ABATEMENT (0.2).
RAMLO K	09/29/06	0.80	DRAFT CORRESPONDENCE TO S. CORCORAN RE: TAX ABATEMENT ISSUES (0.8).
		5.30	
SCHNEIDER DA	09/11/06	1.80	REVIEW AND EVALUATE REORGANIZATION TAX MATTERS (1.8).
SCHNEIDER DA	09/12/06	2.20	REVIEW AND EVALUATE MEMORANDUM SUMMARIZING THE VARIOUS AGREEMENTS BETWEEN GM AND DELPHI (0.8); DRAFTED OUTLINE OF THE PARTIES' AGREEMENTS; CONSIDERED PROPER TAX ANALYSIS OF INCOME/DEDUCTION ISSUES (0.6); FRAMED ISSUES TO DETERMINE PROPER PLACE TO BEGIN RESEARCH (0.8).
SCHNEIDER DA	09/13/06	1.30	REVIEW AND EVALUATE TIMELINE FOR RESOLVING TAX ACCOUNTING ISSUES AND OBTAINING BACKGROUND DOCUMENTS (1.3).
SCHNEIDER DA	09/14/06	1.30	REVIEW ATTRITION PROGRAM AGREEMENTS (1.3).
SCHNEIDER DA	09/15/06	2.80	REVIEW ATTRITION PAYMENT AGREEMENTS RESEARCH (2.8).
SCHNEIDER DA	09/18/06	0.80	REVIEW TRANSCRIPT OF HEARING (0.8).
SCHNEIDER DA	09/19/06	2.60	READ MASTER SEPARATION AGREEMENT, EMPLOYEE MATTERS AGREEMENT, LABOR RELATIONS TERM SHEET (2.6).
SCHNEIDER DA	09/20/06	4.60	REVIEW MASTER SEPARATION AGREEMENT, EMPLOYEE MATTERS AGREEMENT (1.3); REVIEW AUTHORITIES ON CONDUIT ISSUES (1.8); CONSIDER TAX TREATMENT OF ATTRITION AND BUY-OUT PAYMENTS (1.5).
SCHNEIDER DA	09/21/06	3.60	REVIEW AND EDIT SUMMARY (1.0) RESEARCH LEGAL AUTHORITIES ON CONTRIBUTION OF CAPITAL (1.9); READ DRAFT FRAMEWORK AGREEMENT (0.7).
SCHNEIDER DA	09/22/06	3.30	REVIEW MATERIALS IN PREPARATION FOR CONFERENCE CALL WITH S. GALE (1.9); CONFERENCE WITH A. STENGER TO DISCUSS INCOME/DEDUCTION ISSUES FROM ATTRITION PAYMENTS (1.4).
SCHNEIDER DA	09/26/06	4.60	REVIEW BENEFIT GUARANTY, ATTRITION PROGRAM AGREEMENTS AND OUTLINE (2.9); CONFERENCE WITH A. STENGER RE: TAX TREATMENT OF GM'S ASSUMPTION OF POST-EMPLOYMENT BENEFITS OBLIGATIONS (1.7).

SCHNEIDER DA	09/27/06	3.10	DRAFT SUMMARY OF MEETING WITH A. STENGER (1.0) ; REVISED AUTHORITIES ON SPIN-OFFS (2.1) .
SCHNEIDER DA	09/28/06	0.20	REVISE SUMMARY (0.2) .
SCHNEIDER DA	09/29/06	6.40	REVIEW BENEFIT GUARANTY AND ATTRITION PROGRAM AGREEMENTS (1.4) ; DRAFT OUTLINE OF INCOME TAX CONSEQUENCES OF GM'S PAYMENT OF OPEB LIABILITIES (2.3) ; DRAFT OUTLINE OF INCOME TAX CONSEQUENCES OF GM'S PAYMENT OF OPEB LIABILITIES (2.7) .
		<b>38.60</b>	
SENSENBRENNER EB	09/01/06	0.50	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (0.5) .
SENSENBRENNER EB	09/05/06	1.80	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (0.6) ; TELECONFERENCE WITH J. WHITSON, S. GALE (1.2) .
SENSENBRENNER EB	09/06/06	1.50	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.5) .
SENSENBRENNER EB	09/07/06	0.90	TAX ANALYSIS RE: FINANCIAL AGREEMENT (0.3) ; TAX ANALYSIS RE: STATE TAX CLAIM (0.4) ; REVIEW GM PROOF OF CLAIM (0.2) .
SENSENBRENNER EB	09/08/06	4.70	TAX ANALYSIS RE: FRAMEWORK AGREEMENT, VARIOUS TAX ISSUES (3.5) ; WORK WITH S. GALE AND J. WHITSON RE: CAP PROGRAM, TAX RETURN (1.2) .
SENSENBRENNER EB	09/11/06	1.80	TAX WORK RE: FRAMEWORK AGREEMENT (1.8) .
SENSENBRENNER EB	09/12/06	4.00	TAX ANALYSIS RE: TAX PAYMENTS FOR 2005 CALENDAR YEAR (2.3) ; TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.7) .
SENSENBRENNER EB	09/13/06	3.80	TAX WORK RE: FRAMEWORK AGREEMENT (2.0) ; TAX ANALYSIS RE: TAX PAYMENT (1.8) .
SENSENBRENNER EB	09/14/06	2.80	TAX WORK RE: FRAMEWORK AGREEMENT (1.6) ; MEET WITH J. WHITSON RE: DILIGENCE CALL (1.2) .
SENSENBRENNER EB	09/15/06	2.70	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (2.4) ; REVIEW MATERIALS RE: TAX DILIGENCE CALL (0.3) .
SENSENBRENNER EB	09/18/06	0.50	PREPARE FOR TAX DILIGENCE CALL (0.5) .
SENSENBRENNER EB	09/19/06	2.80	TELECONFERENCE WITH S. GALE RE: SALES/USE TAX (0.2) ; TAX DILIGENCE CALL WITH WHITE & CASE AND DELPHI (0.8) ; TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.8) .
SENSENBRENNER EB	09/20/06	0.80	TAX WORK RE: FRAMEWORK AGREEMENT (0.8) .
SENSENBRENNER EB	09/21/06	1.80	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.4) ; TAX ANALYSIS RE: EXCISE TAX ISSUE (0.4) .

SENSENBRENNER EB	09/22/06	2.50	TAX ANALYSIS RE: EXCISE TAX (0.4); REVIEW MATERIALS RE: EXCISE TAX (0.2); TAX ANALYSIS RE: ATTRITION PAYMENTS (1.9).
SENSENBRENNER EB	09/25/06	0.60	TAX ANALYSIS RE: EXCISE TAX (0.6).
		<b>33.50</b>	
<b>Total Counsel</b>		<b>79.70</b>	
FEINBERG AS	09/01/06	1.20	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.2).
FEINBERG AS	09/05/06	4.10	TELECONFERENCE WITH J. WHITSON, S. GALE (1.2); TAX ANALYSIS RE: FRAMEWORK AGREEMENT (2.9).
FEINBERG AS	09/06/06	4.70	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (3.1); ANALYSIS RE: APPLICATION OF CANCELLATION OF INDEBTEDNESS RULES IN BANKRUPTCY (1.6).
FEINBERG AS	09/07/06	2.00	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.6); ANALYSIS RE: STATE TAX CLAIMS (0.4).
FEINBERG AS	09/08/06	1.70	TAX ANALYSIS RE: DEFERRAL STRATEGY (1.7).
FEINBERG AS	09/11/06	2.30	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (2.3).
FEINBERG AS	09/12/06	1.00	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.0).
FEINBERG AS	09/13/06	0.30	TAX ANALYSIS RE: FRAMEWORK AGREEMENT (0.3).
FEINBERG AS	09/18/06	0.80	TAX ANALYSIS RE: SET-OFF OF OBLIGATIONS (0.8).
FEINBERG AS	09/19/06	2.20	TAX ANALYSIS RE: PAYMENTS OF TRUST FUND TAXES (1.2); TAX ANALYSIS RE: FRAMEWORK AGREEMENT (1.0).
FEINBERG AS	09/25/06	0.40	TAX ANALYSIS RE: COURT FILINGS (0.4).
FEINBERG AS	09/26/06	1.10	TAX ANALYSIS RE: STOCK TRANSFER BY SHAREHOLDER (1.1).
FEINBERG AS	09/27/06	0.70	TAX ANALYSIS RE: EXCISE TAX ISSUE (0.7).
FEINBERG AS	09/29/06	0.30	ANALYSIS RE: TAX ABATEMENT ISSUE (0.3).
		<b>22.80</b>	
FERN BM	09/21/06	1.40	REVIEW DOCUMENTS RE: EXCISE TAX (0.5); FORMULATE STRATEGY RE: TREATMENT OF EXCISE TAX (0.4); REVIEW MEMO RE: EXCISE TAX (0.5).
FERN BM	09/22/06	0.50	PARTICIPATE IN WORKING GROUP MEETING RE: EXCISE TAX (0.5).
FERN BM	09/25/06	0.30	REVIEW SUMMARY MEMO RE: EXCISE TAX ISSUE (0.3).

FERN BM	09/27/06	0.40	REVIEW STATUS OF EXCISE TAX ISSUE (0.4).												
		2.60													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">GRANT K</td> <td style="width: 15%;">09/21/06</td> <td style="width: 15%;">0.90</td> <td>REVIEW EMAILS AND DOCUMENTS RE: TAX CLAIMS FROM IRS AND CUSTOMS DEPARTMENT RE: SETOFF OF CLAIMS (0.9).</td> </tr> <tr> <td>GRANT K</td> <td>09/22/06</td> <td>1.20</td> <td>REVIEW SETTLEMENT AGREEMENT WITH RESPECT TO SETOFFS AS PRECEDENT FOR POTENTIAL SIMILAR SETTLEMENT WITH IRS AND CUSTOMS DEPT (1.2).</td> </tr> <tr> <td></td> <td></td> <td>2.10</td> <td></td> </tr> </table>				GRANT K	09/21/06	0.90	REVIEW EMAILS AND DOCUMENTS RE: TAX CLAIMS FROM IRS AND CUSTOMS DEPARTMENT RE: SETOFF OF CLAIMS (0.9).	GRANT K	09/22/06	1.20	REVIEW SETTLEMENT AGREEMENT WITH RESPECT TO SETOFFS AS PRECEDENT FOR POTENTIAL SIMILAR SETTLEMENT WITH IRS AND CUSTOMS DEPT (1.2).			2.10	
GRANT K	09/21/06	0.90	REVIEW EMAILS AND DOCUMENTS RE: TAX CLAIMS FROM IRS AND CUSTOMS DEPARTMENT RE: SETOFF OF CLAIMS (0.9).												
GRANT K	09/22/06	1.20	REVIEW SETTLEMENT AGREEMENT WITH RESPECT TO SETOFFS AS PRECEDENT FOR POTENTIAL SIMILAR SETTLEMENT WITH IRS AND CUSTOMS DEPT (1.2).												
		2.10													
MEISLER RE	09/08/06	0.60	ANALYSIS OF SUBPART "F" INCOME TAX (0.6).												
MEISLER RE	09/09/06	0.10	REVIEW CORRESPONDENCE RE: REAL ESTATE TAX CONCERN (0.1).												
MEISLER RE	09/12/06	2.10	CONTINUE ANALYSIS OF SUBPART "F" QUERY (0.3); DRAFT INTERNAL CORRESPONDENCE RE: SAME (0.2); CONTINUE ANALYSIS OF SAME (0.4); PARTICIPATE ON INTERNAL FOLLOW UP ANALYSIS (0.5); REVIEW AND REVISE LANGUAGE TO ACCOMPANY RETURN (0.7).												
MEISLER RE	09/13/06	1.30	CONTINUE ANALYSIS OF SUBPART "F" TAX (0.9); REVIEW PROOFS OF CLAIM RE: SAME (0.4).												
MEISLER RE	09/14/06	0.80	REVIEW CORRESPONDENCE RE; POSSIBLE GOVERNMENT SETOFF (0.3); DRAFT CORRESPONDENCE RE: SAME (0.1); CONTINUE TO REVIEW GOVERNMENT PROOFS OF CLAIM (0.2); DRAFT CORRESPONDENCE RE: SAME (0.1, 0.1).												
MEISLER RE	09/20/06	0.10	REVIEW CORRESPONDENCE RE: TAX CLAIMS (0.1).												
		5.00													
PERL MW	09/08/06	5.80	RESEARCH RE: FILING OF TAX RETURN AND PAYMENT OF TAXES FOR YEAR THAT INCLUDES PRE AND POST PETITION PERIODS (5.8).												
PERL MW	09/12/06	7.70	MULTIPLE TELECONFERENCES WITH WORKING GROUP RE: STATUS OF 2005 INCOME TAXES (0.4, 0.2, 0.5, 0.2); RESEARCH RE: INCOME TAX FOR YEAR THAT STRADDLES BANKRUPTCY FILING (5.6); DRAFT SUMMARY EMAIL TO WORKING GROUP RE: SAME (0.4); DRAFT EXPLANATORY LANGUAGE FOR INCLUSION WITH TAX RETURN (0.4).												
PERL MW	09/13/06	0.30	REVIEW VARIOUS CORRESPONDENCES RE: INCOME TAX ISSUE AND LANGUAGE TO PROVIDE RE: SAME (0.3).												

PERL MW	09/14/06	6.80	REVIEW CORRESPONDENCES RE: TAX MATTERS AND POTENTIAL SETOFF (0.4) AND BEGIN RESEARCH RE: SETOFF WITH GOVERNMENTAL AGENCIES (5.7); DRAFT CORRESPONDENCES TO WORKING GROUP RE: SAME (0.4, 0.3).
PERL MW	09/15/06	6.50	CONTINUE RESEARCH RE: SETOFF WITH GOVERNMENTAL AGENCIES (4.8); REVIEW PRECEDENT RE: SAME (1.7).
PERL MW	09/18/06	5.30	CONTINUE RESEARCH RE: SETOFF BETWEEN GOVERNMENTAL AGENCIES (4.9); EVALUATE APPROACH TO SAME (0.4).
PERL MW	09/19/06	6.50	REVIEW FIRST ORDERS RE: PAYMENT OF CERTAIN TAXES (0.4); TELECONFERENCE WITH WORKING GROUP RE: SAME (0.5); CONTINUE RESEARCH RE: SETOFF AMONG GOVERNMENTAL AGENCIES (4.1); REVIEW PRECEDENT STIPULATION RE: SAME (0.7) AND BEGIN DRAFTING STIPULATION RE: SAME (0.8).
PERL MW	09/20/06	4.00	CONSIDER VARIOUS ISSUES RE: STIPULATION TO SETTLE TAXES AND CUSTOMS CLAIMS, INCLUDING TIMING OF FILING AND MULTIPLE TELECONFERENCES WITH WORKING GROUP RE: SAME (1.4); CONTINUE DRAFTING SETTLEMENT STIPULATION RE: SAME (2.6).
PERL MW	09/22/06	1.10	CONTINUE WORKING ON STIPULATION TO SETOFF CERTAIN GOVERNMENTAL CLAIMS (0.7); FOLLOW UP RESEARCH RE: SAME (0.4).
PERL MW	09/25/06	1.20	RESEARCH IN CONNECTION WITH PAYMENTS OF CUSTOMS DUTIES (1.2).
PERL MW	09/26/06	3.40	BEGIN DRAFTING MOTION TO APPROVE POTENTIAL SETTLEMENT AND SETOFF OF CLAIMS OF GOVERNMENTAL UNITS (2.6); REVIEW VARIOUS PRECEDENTS IN CONNECTION WITH SAME (0.8).
PERL MW	09/27/06	1.80	CONTINUE TO DRAFT MOTION TO APPROVE POTENTIAL SETTLEMENT AND SETOFF WITH GOVERNMENTAL AGENCIES (0.7); RESEARCH CASE LAW RE: SAME (1.1).
PERL MW	09/28/06	9.70	BEGIN RESEARCH ON TAXING AUTHORITIES RIGHT TO FILE OR AMEND CLAIM AFTER BAR DATE (7.7); CONTINUE RESEARCH IN CONNECTION WITH POTENTIAL SETTLEMENT WITH GOVERNMENTAL ENTITIES (0.9); REVIEW AND REVISE MOTION AND STIPULATION RE: SAME (1.1).
PERL MW	09/29/06	6.40	CONTINUE RESEARCH RE: GOVERNMENTAL UNITS FILING LATE CLAIMS (4.1); TELECONFERENCE WITH WORKING GROUP RE: SAME (0.2); BEGIN DRAFTING MEMO RE: SAME (2.1).

66.50

STENGER A	09/12/06	0.70	REVIEW DRAFT FRAMEWORK AGREEMENT AND TAX ISSUES MEMORANDA (0.7).
STENGER A	09/13/06	0.60	TELECONFERENCE WITH S. GALE RE: GALE MEMO AND ATTRITION PAYMENTS (0.6).
STENGER A	09/14/06	0.70	REVIEW COPIES OF 2006 ATTRITION AGREEMENTS (0.7).
STENGER A	09/16/06	2.90	RESEARCH APPLICABILITY OF CASE RE: SEVERANCE PAYMENTS (2.4); RESEARCH TAX TREATMENT OF GM'S PREPETITION CLAIM (0.5).
STENGER A	09/17/06	0.80	REVIEW ATTRITION AGREEMENTS TO DETERMINE PROPER TAX TREATMENT OF RETIREMENT AND BUYOUT PAYMENTS (0.8).
STENGER A	09/18/06	2.40	RESEARCH TAX TREATMENT OF GM CLAIMS (2.4).
STENGER A	09/19/06	3.00	REVIEW ATTRITION AGREEMENTS RE: PRE-PETITION CLAIMS FOR TAX PURPOSES (3.0).
STENGER A	09/20/06	8.50	EVALUATE TAX TREATMENT OF ATTRITION PAYMENTS (3.3); RESEARCH WHETHER POST-PETITION LOAN IS A BONA FIDE LOAN (2.4); DRAFT OUTLINE OF CONCLUSIONS RE: TREATMENT OF ATTRITION PAYMENTS (2.8).
STENGER A	09/21/06	1.10	REVISE MEMO RE: TAX TREATMENT OF ATTRITION PAYMENTS (1.1).
STENGER A	09/22/06	1.40	TELECONFERENCE WITH S. GALE AND WORKING GROUP RE: ATTRITION PLANS (1.4).
STENGER A	09/24/06	0.30	REVIEW DRAFT FRAMEWORK AGREEMENT TO DETERMINE INCOME TAX ACCOUNTING ISSUES (0.3).
STENGER A	09/25/06	2.00	DRAFT OUTLINE OF PAYMENTS BY GM UNDER FRAMEWORK AGREEMENT (2.0).
STENGER A	09/26/06	3.10	ATTEND WORKING GROUP MEETING TO DISCUSS TAX TREATMENT OF OPEB PAYMENTS (3.1).
STENGER A	09/27/06	0.30	REVIEW ANALYSIS OF OPEB PAYMENTS (0.3).
		<b>27.80</b>	
WHARTON JN	09/21/06	2.40	BEGIN TO RESEARCH WHETHER DEBTORS ARE REQUIRED TO MAKE PAYMENTS UNDER IRC 4971 (2.4).
WHARTON JN	09/22/06	1.80	CONTINUE TO RESEARCH IMPACT OF BANKRUPTCY ON IRC SECTION 4971 (1.8).
WHARTON JN	09/23/06	3.20	CONTINUE TO RESEARCH IMPACT OF BANKRUPTCY ON IRC SECTION 4971 (3.2).
WHARTON JN	09/24/06	4.70	CONTINUE RESEARCH RE: EFFECT OF BANKRUPTCY FILING ON PAYMENT UNDER IRC SECTION 4971 (4.7).
WHARTON JN	09/25/06	6.20	CONTINUE RESEARCH RE: IMPACT OF BANKRUPTCY ON IRC SECTION 4971 (6.2).

WHARTON JN	09/26/06	6.60	CONTINUE RESEARCH RE: IMPACT OF BANKRUPTCY ON IRC SECTION 4971 (3.3); PREPARE CHART SUMMARIZING CASE LAW RE: SAME (1.8); PREPARE MEMO TO FILE RE: SAME (1.5).
WHARTON JN	09/27/06	2.90	PREPARE FOR CONFERENCE CALL WITH CLIENT RE: IRC SECTION 4971 (0.3); TELECONFERENCE WITH K. COBB AND S. GALE OF DELPHI AND K. MARAFIOTI AND C. GROSS OF SKADDEN RE: IMPACT OF BANKRUPTCY ON IRC SECTION 4971 (0.5); PREPARE MEMO SUMMARIZING CALL (0.3); CONTINUE WORK ON MEMO TO FILE SUMMARIZING RESEARCH ON IRC SECTION 4971 IN BANKRUPTCY CONTEXT (1.8).
WHARTON JN	09/28/06	0.80	DRAFT MEMO TO FILE RE: ANALYSIS OF IRC SECTION 4971 (0.8).
		<b>28.60</b>	
<b>Total Associate</b>		<b>155.40</b>	
<b>TOTAL TIME</b>		<b><u>267.10</u></b>	

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 10/31/06**  
**Bill Number: 1127729**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	09/01/06	Copy Center, D	1.00
In-house Reproduction	09/12/06	Copy Center, D	46.92
In-house Reproduction	09/15/06	Copy Center, D	4.10
In-house Reproduction	09/19/06	Copy Center, D	253.58
In-house Reproduction	09/22/06	Copy Center, D	2.60
In-house Reproduction	09/26/06	Copy Center, D	1.60
In-house Reproduction	09/29/06	Copy Center, D	1.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$311.00</b>
Telephone Expense	09/29/06	Telecommunications, D	8.11
Telephone Expense	09/29/06	Telecommunications, D	6.56
Telephone Expense	09/29/06	Telecommunications, D	0.92
Telephone Expense	09/29/06	Telecommunications, D	1.41
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$17.00</b>
Lexis/Nexis	09/01/06	Feinberg AS	15.34
Lexis/Nexis	09/08/06	Sensenbrenner EB	186.66
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$202.00</b>
Westlaw	09/08/06	Perl MW	157.03
Westlaw	09/11/06	Feinberg AS	118.07
Westlaw	09/12/06	Perl MW	403.63
Westlaw	09/14/06	Perl MW	120.58
Westlaw	09/15/06	Perl MW	35.11
Westlaw	09/18/06	Perl MW	52.40
Westlaw	09/22/06	Wharton JN	9.16
Westlaw	09/22/06	Perl MW	442.64
Westlaw	09/24/06	Wharton JN	197.40
Westlaw	09/25/06	Wharton JN	164.17
Westlaw	09/26/06	Wharton JN	83.62
Westlaw	09/26/06	Wharton JN	12.38
Westlaw	09/28/06	Perl MW	645.46
Westlaw	09/28/06	Ramlo K	32.98

Westlaw	09/29/06	Perl MW	112.37
		<b>TOTAL WESTLAW</b>	<b>\$2,587.00</b>
Printing to paper from 09/15/06 TIF		Copy Center, D	203.00
		<b>TOTAL PRINTING TO PAPER FROM TIF</b>	<b>\$203.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,320.00</b>